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Attorneys for Third-Party Defendant Integrated Brands, Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
J&J SNACK FOODS SALES CORP.,

Plaintiff,

- against -

DOGSTERS, LLC,

Defendant.

-----X
DOGSTERS, LLC,

Third-Party Plaintiff,

- against-

INTEGRATED BRANDS, INC.,

Third-Party Defendant.

-----X

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

DONALD G. DAVIS, being duly sworn, deposes and says:

1. I am a member of Ellenoff Grossman & Schole LLP, attorneys for the third-party defendant Integrated Brands, Inc. ("Integrated Brands"). As such, I have personal knowledge of the facts and circumstances set forth herein.

07-CV-03917 (AKH)

**AFFIDAVIT OF
DONALD G. DAVIS, ESQ.
IN SUPPORT OF
INTEGRATED BRANDS,
INC'S MOTION TO
DISMISS THE
THIRD-PARTY
COMPLAINT**

2. I respectfully submit this affidavit to place before the Court certain documents relevant to Integrated Brands' instant Motion to Dismiss the Third-Party Complaint.

3. Annexed hereto as Exhibit "A" is a true and correct copy of the Third-Party Complaint of Defendant/Third-Party Plaintiff Dogsters, LLC ("Dogsters").

4. Annexed hereto as Exhibit "A-1" is a true and correct copy of a license agreement, dated April 20, 2004, entered into between Dogsters and Integrated Brands. Exhibit A-1 is also an exhibit to the Third-Party Complaint.

5. Annexed hereto as Exhibit "A-2" is true and correct copy of a letter, dated April 2, 2007, from Flaster Greenberg, attorneys for plaintiff J&J Snack Foods Corp. ("J&J"), to Dogsters. Exhibit A-2 is also an exhibit to the Third-Party Complaint.

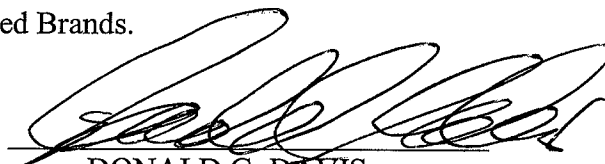
6. Annexed hereto as Exhibit "B" is the underlying Complaint filed by J&J against Dogsters.

7. Annexed hereto as Exhibit "B-2" is a letter, dated March 29, 2007, from Jack Hassid, Esq., an attorney for Dogsters, to CoolBrands International, Inc., the parent company of Integrated Brands. Exhibit B-2 is also an exhibit to the Complaint.

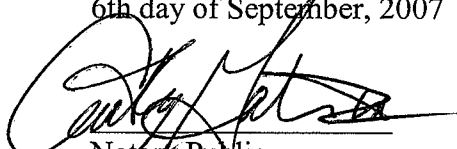
8. Annexed hereto as Exhibit "C" is the Answer and Counterclaims of Dogsters.

9. Annexed hereto as Exhibit "D" is a letter, dated March 30, 2007 from Mr. John LeSavage, the Vice-President of Operations at Integrated Brands to Mr. Greg DeLuca, a principal of Dogsters.

10. Annexed hereto as Exhibit "E" is the Asset Purchase Agreement, dated March 30, 2007, entered into between J&J and Integrated Brands.


DONALD G. DAVIS

Sworn to before me this
6th day of September, 2007


Notary Public

ANTHONY GALANO III
Notary Public, State of New York
No. 02GA6002821
Qualified in New York County
Commission Expires Feb. 17, 2010